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5768-D
DEC 19 1994 - 3 22 PM

INTERSTATE COMMERCE COMMISSION
101 S.W. MAIN ST., SUITE 1100
PORTLAND, OREGON 97204 3274
TELEPHONE (503) 228-2525
TELECOPY (503) 295-1058

December 19, 1994

Louis E. Gitomer
Direct Dial: (202)466-6532

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Williams:

I have enclosed three originals and three certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is an Instrument of Satisfaction and Release, dated as of December 15, 1994, a secondary document. The primary documents to which this is connected are recorded under Recordation Nos. 5768 and 5769. We request that this document be recorded under Recordation No. 5768-D and 5769-B.

The name and address of the party to the Instrument of Satisfaction and Release is:

Assignee:

Mercantile-Safe Deposit and Trust Company
2 Hopkins Plaza
Baltimore, MD 21203

A description of the equipment covered by the document consists of 12 3,600 horsepower F 45 diesel electric locomotives numbered BN 6614-6625, inclusive, and 20 3,600 horsepower SD 45 diesel electric locomotives numbered BN 6472-6491, inclusive.

A fee of \$42.00 is enclosed. Please return three originals and one certified copy to:

Louis E. Gitomer
Of Counsel
Ball, Janik & Novack
Suite 1035
1101 Pennsylvania Avenue, N.W.
Washington, DC 20004

McDonald

BALL, JANIK & NOVACK

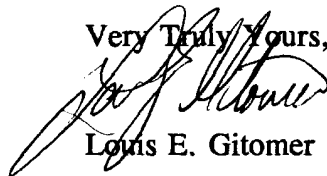
Honorable Vernon A. Williams

December 19, 1994

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A short summary of the document to appear in the indexes follows: an Instrument of Satisfaction and Release by Mercantile-Safe Deposit and Trust Company, 2 Hopkins Plaza, Baltimore, MD 21203, covering 12 3,600 horsepower F 45 diesel electric locomotives numbered BN 6614-6625, inclusive, and 20 3,600 horsepower SD 45 diesel electric locomotives numbered BN 6472-6491, inclusive.

Very Truly Yours,

A handwritten signature in dark ink, appearing to read "Louis E. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

Office Of The Secretary

DECEMBER 19, 1994

LOUIS E. GITOMER
BALL, JANIK & NOVACK
1101 PA AVENUE NW SUITE 1035
WASHINGTON DC 2004

Dear MR. GITOMER:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/19/94 at 3:20PM , and assigned recordation number(s). 5768-D and 5769-B


Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



57683
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INTERSTATE COMMERCE COMMISSION

SATISFACTION AND RELEASE

THIS INSTRUMENT OF SATISFACTION AND RELEASE is dated as of December 15, 1994, 1994, and is made by **Mercantile-Safe Deposit and Trust Company**, a Maryland corporation, as Agent under Finance Agreement dated June 1, 1970 ("Mercantile-Safe").

W I T N E S S E T H :

WHEREAS, pursuant to a Conditional Sale Agreement ("Agreement") dated as of June 1, 1970, General Motors Corporation (Electro-Motive Division), a Delaware corporation ("GMC"), manufactured and sold to Bankers Trust Company, as Trustee under Trust Agreement dated June 1, 1970, with General Electric Credit Corporation ("Bankers") certain railroad equipment, including locomotive units numbered 6614-6625, as amended, and 6472-6491 ("Locomotive Units"), which said Agreement was recorded at the Interstate Commerce Commission ("ICC") on June 29, 1970, in Recordation No. 5768;

WHEREAS, pursuant to an Agreement and Assignment dated June 1, 1970 ("Assignment") recorded at the ICC on July 9, 1970, as Recordation No. 5768-A, GMC assigned all of its rights in and to the Agreement to Mercantile-Safe;

WHEREAS, pursuant to a Lease of Railroad Equipment dated June 1, 1970 ("Lease"), Bankers leased to Burlington Northern, Inc., a Delaware corporation ("Burlington Northern") all of the

Locomotive Units. Said Lease was recorded at the ICC on June 29, 1970, as Recordation No. 5769;

WHEREAS, a Supplemental Agreement dated July 1, 1970 was recorded with the ICC on August 3, 1970 as Recordation No. 5769-A wherein the above-mentioned parties agreed to amend the road numbers identified in the Agreement, the Assignment and Lease to be Locomotive Units 6614-6625 and 6472-6491, in place of the previous description, 441-452 and 6472-6491;

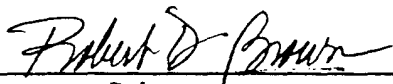
WHEREAS, Mercantile-Safe desires to execute this instrument to evidence for the public record the satisfaction and release of all the obligations of GMC and rights of Mercantile-Safe, as Agent, to the Locomotive Units under the documents filed of record with the ICC.

NOW, THEREFORE, in consideration of the premises:

Mercantile-Safe does hereby acknowledge and confirm for the public record the satisfaction and release of its interests, and all rights and obligations, as Agent, arising under the documents subject to ICC Recordation Nos. 5768, 5768-A, 5769, and 5769-A with respect to the Locomotive Units.

IN WITNESS WHEREOF, Mercantile-Safe has executed or caused this instrument to be executed as of the date first above written.

MERCANTILE-SAFE DEPOSIT
AND TRUST COMPANY

By 
Name: Robert D. Brown
Title: Corporate Trust Officer

STATE OF MARYLAND)

SS.

On this 15th day of December, 1994, before me, a

Notary Public in and for said State, personally appeared Robert D. Brown, known or identified to me to be the Rate Trust Officer of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, the corporation that executed the within instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and

Notary Public for Maryland

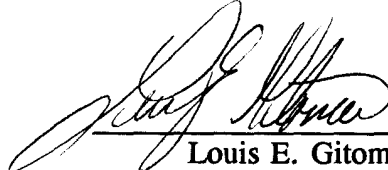
Residing at *Balto City*

My commission expires 6/16/98

BALL, JANIK & NOVACK

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Instrument of Satisfaction and Release, dated as of December 15, 1994, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
December 19, 1994